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OFFICE OF THE
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March 15, 2002

HAND DELIVER

Mr. K. David Waddell
Executive Secretary
TENNESSEE REGULATORY AUTHORITY
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

02-00273

**Re: Petition of Tennessee American Water Company For Approval of the
Merger of its Parent, American Water Works Company, Inc., With
and Into a Subsidiary of RWE Aktiengesellschaft**

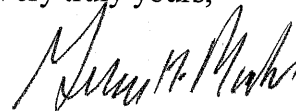
Dear Mr. Waddell:

Enclosed please find an original and thirteen copies of a Petition of Tennessee-American Water Company for filing and approval by the Tennessee Regulatory Authority of the above described merger.

We are also enclosing our check in the amount of \$25.00 made payable to the Tennessee Regulatory Authority as its filing fee.

If you have any questions, do not hesitate to call me.

Very truly yours,



George H. Masterson

GHM:ch
Enclosure

cc: Richard Collier, Esq.
Lindsey Ingram, Jr., Esq.
Herb Miller, Esq.
Mr. William F. L'Ecuyer
T. G. Pappas, Esq.

POSTED
3/18/02
PAID
3/15/02

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

**PETITION OF TENNESSEE-AMERICAN)
WATER COMPANY FOR APPROVAL)
OF THE MERGER OF ITS PARENT,)
AMERICAN WATER WORKS)
COMPANY, INC., WITH A SUBSIDIARY)
OF RWE AKTIENGESELLSCHAFT)**

DOCKET NO. 01-01116

**PETITION OF TENNESSEE-AMERICAN WATER COMPANY
FOR AN AMENDED ORDER APPROVING THE MERGER
OF ITS PARENT, AMERICAN WATER WORKS COMPANY, INC.,
WITH A SUBSIDIARY OF RWE AKTIENGESELLSCHAFT**

Tennessee-American Water Company ("Tennessee-American") petitions the Tennessee Regulatory Authority ("TRA") for an amended order approving the merger of its parent corporation, American Water Works Company, Inc. ("AWW"), into a subsidiary of RWE Aktiengesellschaft ("RWE"). In support of this Petition Tennessee-American provides the following information:

1. Tennessee-American is a Tennessee corporation that holds a certificate of public convenience and necessity authorizing it to provide water service in the City of Chattanooga, Tennessee and certain surrounding areas.
2. AWW, a Delaware corporation, owns all of the outstanding stock of Tennessee-American.
3. RWE, a company organized under the laws of the Federal Republic of Germany, owns all of the outstanding stock of Thames Water Aqua Holdings GMBH, a company organized under the laws of the Federal Republic of Germany ("Thames Holdings"). Thames Holdings owns all of the outstanding stock of Thames Water Plc, a public limited corporation

organized under the laws of England and Wales ("Thames Water"). Thames Holdings also owns all of the outstanding stock of Apollo Acquisition Company, a Delaware corporation ("Apollo").

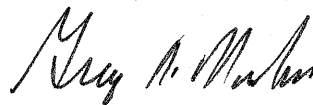
4. AWW, RWE, Thames Holdings and Apollo have entered into an Agreement and Plan of Merger dated as of September 15, 2001 (the "Merger Agreement"), under which AWW will merge into Apollo, with AWW as the surviving corporation and a wholly-owned subsidiary of Thames Holdings which, in turn, is a wholly-owned subsidiary of RWE.

5. Pursuant to a Petition filed with the TRA by Tennessee-American on December 12, 2001, the TRA issued its order on February 4, 2002 approving the transfer of ownership of AWW to Thames Holdings.

6. Because of the size and complexity of this transaction and the length of time between the execution of the Merger Agreement and the closing of the transaction (perhaps as long as eighteen months in light of the necessary regulatory approvals) RWE requests that it be allowed the flexibility to possibly elect to transfer the stock of AWW to another entity owned or controlled, directly or indirectly, by Thames Holdings and managed by Thames Water.

WHEREFORE, Tennessee-American respectfully requests that the TRA issue an amended order approving the transfer of control of AWW to Thames Holdings, or any other entity owned or controlled, directly or indirectly, by Thames Holdings and managed by Thames Water.

Respectfully submitted,



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Water Company